

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE JOHNSON & JOHNSON  
DERIVATIVE LITIGATION,

:  
: Civil Action No. 10-2033 (FLW)  
: Civil Action No. 11-4993 (FLW)  
: Civil Action No. 11-2511 (FLW)

## ORDER

This matter having been opened by James Cecchi, Esq., co-counsel for Plaintiffs, seeking final approval of a proposed settlement between Plaintiffs and Nominal Defendant Johnson & Johnson (“J&J”); it appearing that the Court held a settlement approval hearing on October 18, 2012; it appearing that, at the hearing, the Court indicated that it would issue a formal opinion finding the proposed settlement fair and reasonable; it further appearing that, with respect to the attorney’s fees allotted in the settlement, the Court’s forthcoming opinion will provide that attorney’s fees are warranted because the settlement confers a substantial benefit on J&J; it appearing that Plaintiffs’ counsel conceded at the hearing that their joint fee application should be evaluated under a traditional lodestar analysis; it further appearing that, per the parties’ Stipulation and Agreement of Settlement, J&J has agreed to pay up to \$10 million in attorney’s fees pending court approval, and has agreed to not oppose to an fee award under that threshold; it appearing that, as stated at the hearing, and as will be explained in more detail in the Court’s forthcoming opinion, the Court finds it appropriate to appoint a special master pursuant to Fed. R. Civ. P. 53(a)(1)(C) to

recommend the appropriate lodestar, as there are voluminous time records to review and the Court's full docket prevents it from expending additional judicial resources on calculating the lodestar amount applicable to Plaintiffs' fee application, and for good cause shown:

IT IS on this the 22nd day of October, 2012,

ORDERED that, pursuant to Fed. R. Civ. P. 53, the Court hereby appoints a Special Master in this case; and it is further

ORDERED that the Court hereby appoints the Hon. Harriet Derman, J.S.C. (Ret.) as Special Master, subject to her filing of an affidavit stating that there is no ground for disqualification, as explained below:

1. The Special Master shall proceed with all reasonable diligence to analyze the evidence in the record regarding the hourly rates, time, and expenses submitted by Plaintiffs' counsel in order to prepare a report calculating the lodestar amount, in accordance with the terms to be set forth in Court's forthcoming opinion. In performing these duties, the Special Master shall have all of the authority specified by Fed. R. Civ. P. 53(c).
2. The Special Master may review the entire written record in determining the lodestar and compensable costs, and may require additional submissions by the parties, and may as well communicate directly with counsel pursuant to Fed. R. Civ. P. 53(b)(1)(3).
3. Plaintiffs' role will be to point out record support for what it believes to be the appropriate lodestar amount.

4. The Special Master will be responsible for filing a Report and Recommendation setting forth in full her calculation of the lodestar together with the basis for that calculation.
5. Within seven days of the date of this Order, the Hon. Harriet Derman, J.S.C. (Ret.), shall file an affidavit stating that there is no ground for disqualification under 28 U.S.C. § 455, in accordance with Fed. R. Civ. P. 53(b)(3).
6. The Special Master shall bill her time at her customary billing rate. The Special Master may also delegate tasks to firm personnel to assist her in performing her duties hereunder. The charges of the Special Master shall be borne by J&J in accordance with paragraph 5.1 of the parties' Stipulation and Agreement of Settlement; and it is further

ORDERED that, once the Court receives the recommendation of the Special Master, the Court will then make the final determination as to the amount of attorney's fees and expenses to be awarded, as well as determine what lodestar multiplier, if any, to apply.

/s/ Freda L. Wolfson

Freda L. Wolfson, U.S.D.J.